

February 5, 2025



Gaia Announces Proposed Underwritten Offering of Common Stock

BOULDER, Colo., Feb. 05, 2025 (GLOBE NEWSWIRE) -- Gaia, Inc. (NASDAQ: GAIA) ("Gaia" or the "Company"), a conscious media and community company, announced today that it intends to offer and sell shares of its Class A common stock in an underwritten public offering.

Gaia expects to grant the underwriters a 45-day option to purchase additional shares of Class A common stock sold in the offering. The offering is subject to market and other conditions, and there can be no assurance as to whether or when such offering may be completed, or as to the actual size or terms of such offering.

The Company intends to use the net proceeds from the offering primarily for, but not limited to, enhancements of our AI (Artificial Intelligence) capabilities, the development of the Gaia Community project, and for general corporate purposes.

Roth Capital Partners and Lake Street Capital Markets are acting as joint book-running managers for this offering.

A shelf registration statement on Form S-3 (File No. 333-283767) relating to the shares of Class A common stock to be issued in the proposed offering was previously filed with the Securities and Exchange Commission (the "SEC") and is currently effective. A preliminary prospectus supplement and accompanying prospectus describing the terms of the proposed offering will be filed with the SEC. The shares of Class A common stock may be offered only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement. Copies of the preliminary prospectus supplement and the accompanying prospectus relating to the securities being offered may be obtained, when available, from Roth Capital Partners, LLC, 888 San Clemente, Suite 400, Newport Beach, CA 92660, by telephone at (800) 678-9147 or by email at rothecm@roth.com. Electronic copies of the preliminary prospectus supplement and accompanying prospectus will also be available on the SEC's website at www.sec.gov.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, the shares of Class A common stock, nor will there be any sale of the shares of Class A common stock in any state or other jurisdiction in which such offer, solicitation or sale is not permitted.

About Gaia

Gaia is a member-supported global video streaming service and community that produces and curates conscious media through four primary channels—Seeking Truth, Transformation, Alternative Healing and Yoga—in four languages (English, Spanish, French

and German) to its members in 185 countries. Gaia's library includes over 10,000 titles, over 88% of which is exclusive to Gaia, and approximately 75% of viewership is generated by content produced or owned by Gaia. Gaia is available on Apple TV, iOS, Android, Roku, Chromecast, and sold through Amazon Prime Video and Comcast Xfinity.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical fact are forward looking statements that involve risks and uncertainties. When used in this discussion, we intend the words "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "future," "hope," "intend," "may," "might," "objective," "ongoing," "plan," "potential," "predict," "project," "should," "strive," "target," "will," "would" and similar expressions as they relate to us to identify such forward-looking statements. Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of certain factors set forth under "Risk Factors" and elsewhere in our filings with the SEC, including in our Annual Report on Form 10-K for the year ended December 31, 2023. Risks and uncertainties that could cause actual results to differ include, without limitation: our ability to attract new members and retain existing members; our ability to compete effectively, including for customer engagement with different modes of entertainment; maintenance and expansion of device platforms for streaming; fluctuation in customer usage of our service; fluctuations in quarterly operating results; service disruptions; production risks; general economic conditions; future losses; loss of key personnel; price changes; brand reputation; acquisitions; new initiatives we undertake; security and information systems; legal liability for website content; failure of third parties to provide adequate service; future internet-related taxes; our founder's control of us; litigation; consumer trends; the effect of government regulation and programs; the impact of public health threats; our ability to remediate the material weaknesses in our internal control over financial reporting and technical accounting; and other risks and uncertainties included in our filings with the SEC. We caution you that no forward-looking statement is a guarantee of future performance, and you should not place undue reliance on these forward-looking statements which reflect our views only as of the date of this press release. We undertake no obligation to update any forward-looking information.

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Source: Gaia, Inc.